

EXHIBIT D

SECOND AMENDMENT TO TERMINAL LEASE BY AND BETWEEN

THE MASSACHUSETTS PORT AUTHORITY

AND

CONTINENTAL AIRLINES, INC.

This Amendment is made and entered into this 15TH day of OCTOBER, 2004 by and between the MASSACHUSETTS PORT AUTHORITY (the "Authority"), a body politic and corporate organized and existing in accordance with Chapter 465 of the Massachusetts Acts of 1956, as amended (as so amended from time to time, the "Act"), having a usual place of business at One Harborside Drive, Suite 200S, East Boston, Massachusetts 02128-2909, and CONTINENTAL AIRLINES, INC. (the "Tenant"), a Delaware corporation qualified to do business in Massachusetts with a principal place of business at 1600 Smith Street, Department HQS-PF, Houston, Texas 77002.

WHEREAS, the Authority and Tenant entered into a Lease Agreement dated May 5, 2003 and designated L-7936 ("Lease") pursuant to which Authority leased and rented to Tenant and Tenant leased and rented from the Authority certain portions of the building located at Logan International Airport ("Airport") commonly known as Terminal C ("Premises") for the operation of Tenant's passenger airline business; and

WHEREAS, by an instrument designated L-7936(A), the Lease was amended in certain respects, to which Lease, as amended, reference is hereby made for all purposes; and

WHEREAS, the Authority and Tenant wish to further amend the Lease to reflect the change in area in Holdroom 25 due to the reconfiguration of the security checkpoint in Terminal C/Pier C.

NOW, THEREFORE, for and in consideration of the mutual covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Authority and Tenant hereby further amend the Lease as follows:

1. Section 1.1, **Basic Data**, Premises, is hereby amended in its entirety to read as follows:

Premises: Effective April 1, 2004, that portion of Terminal C at the Airport, as more particularly shown on **Exhibits A through A-2** (dated June 2, 2004) as the "Premises". The Premises contain approximately 35,470 rentable square feet of area in Terminal C, to be measured and subject to change in

accordance with Section 4.3.

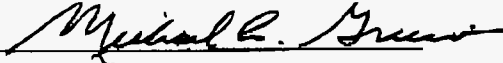
2. **Disclosure Statement.** In compliance with the provisions of Massachusetts General Laws, Chapter 7, Section 40J relative to the filing of disclosure statements, signed under the penalties of perjury, of persons who have or will have a direct or indirect beneficial interest in the real property described herein, the Tenant upon execution of this Amendment, shall furnish to the Authority for filing with the Deputy Commissioner of Capital Planning and Operation, a signed statement as required, a copy of a form for which is attached hereto as **Exhibit G-2**.

3. The person executing this Amendment on behalf of the Tenant certifies and represents that he/she has authority and power to bind the Tenant to the obligations set forth herein and to sign on its behalf.

4. All capitalized terms, which are not otherwise defined herein, shall have the meaning ascribed to such terms in the Lease. All terms and conditions of the Lease, except as further amended hereby, shall remain in full force and effect and as further amended hereby are ratified and affirmed.

Executed as of the date first written above.

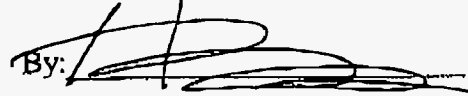
MASSACHUSETTS PORT AUTHORITY

By: 

Printed Name: MICHAEL A. GRIECO

Title: ASSISTANT SECRETARY-TREASURER

CONTINENTAL AIRLINES, INC.

By: 

Printed Name: Holden Shannon
Senior Vice President
Global Real Estate
and Security

Title: _____

EXHIBIT G-2

Statement Re Beneficial Interest Required by
G.L. Chapter 7, Sec. 40J, (St. 1980, C.579, Sec. 12)

In compliance with the provisions of Chapter 7, Sec. 40J of the General Laws, I hereby state, under the penalties of perjury, that the true names and addresses of all persons who have or will have a direct or indirect beneficial interest in the real property, subject to the Lease dated May 5, 2003, as amended, between Continental Airlines, Inc., as Tenant, for premises in the building known as Terminal C located at Logan International Airport, East Boston, MA 02128, are as follows:

Name and residence of all persons with beneficial interests:

1. Continental Airlines, Inc.
2. _____
3. _____
4. _____
5. _____
6. _____

Signed: _____

Its: _____

Holden Shannon
Senior Vice President
Global Real Estate
and Security

Terminal C 2nd Floor, Pier C

Logan International Airport

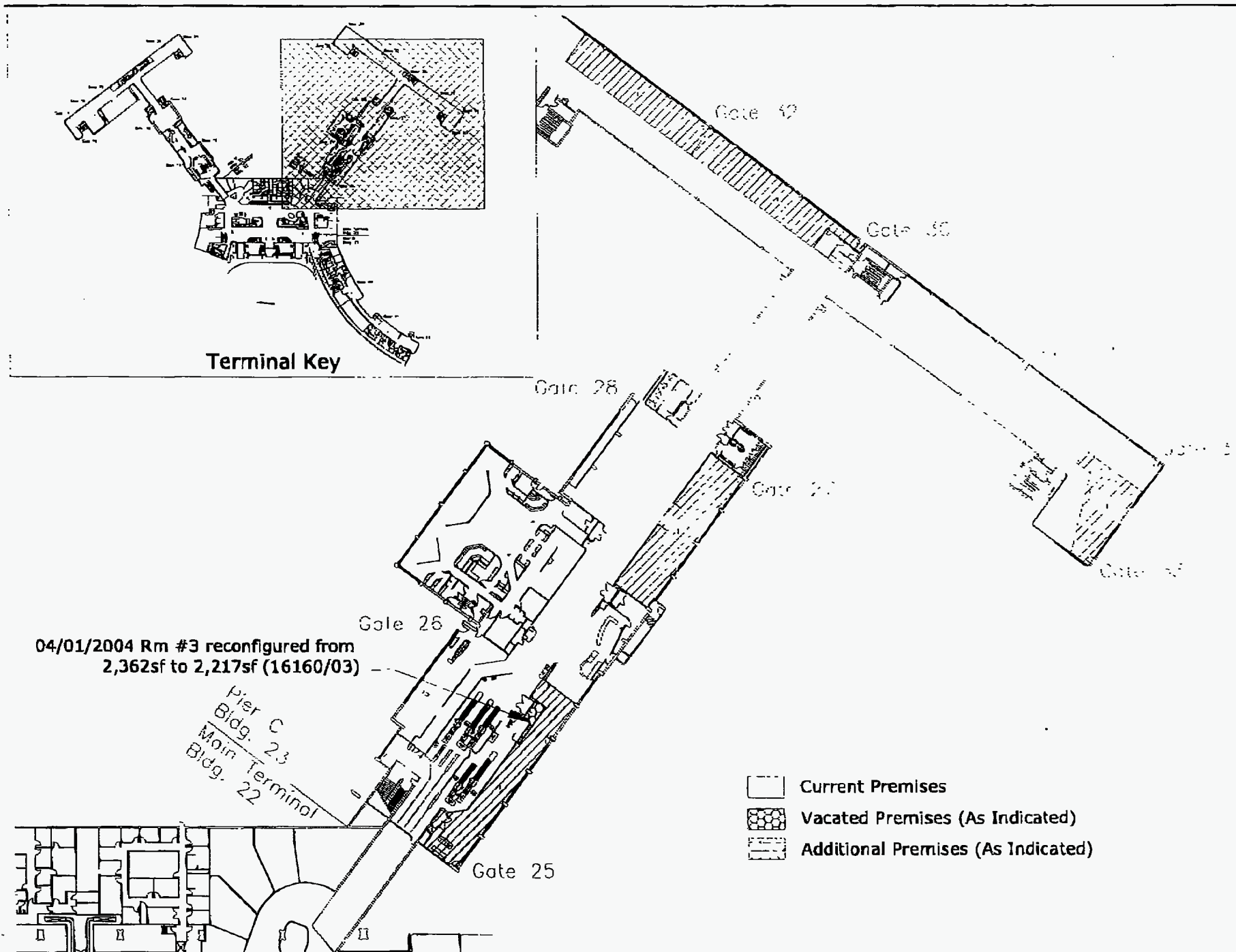
Massachusetts Port Authority
One Harborside Drive Suite 2006
Faulkner MA 02129-2006

Source: ABO
Drawn By: KOG
Requested By: GZ
Date: 08/02/2004

Continental Airlines
Adjusted
Premises Plan
Agmt. # 16160
As of 04/01/2004

Scale: As Indicated

Sheet
1 of 1



Disclaimer: Information presented on this drawing is subject to continuous modification and updating. Therefore, NO WARRANTY OF ANY KIND IS EITHER EXPRESSED OR IMPLIED is offered to the user. The information is planning oriented and may not reflect "As-Built" conditions. All square footage numbers are subject to Field Survey Verification.

Exhibit A

CLMS Detailed Premises Report
Massachusetts Port Authority
 Airport Business Office

Tenant Name: Continental Airlines, Inc.
 Exhibit A-1 - As of 04/01/2004

<u>Agreement # / Space #</u>	<u>Floor #</u>	<u>Room #</u>	<u>Room Description</u>	<u>Room Area (sf)</u>
16160 / 01	Counter/Booths - Airline Ticketing			
Terminal C (Main Terminal) - Bldg 22	2	24G	Check-In Counter	93
Terminal C (Main Terminal) - Bldg 22	2	24H	Check-In Counter	89
Terminal C (Main Terminal) - Bldg 22	2	24J	Check-In Counter	103
Terminal C (Main Terminal) - Bldg 22	2	24K	Check-In Counter	132
Terminal C (Main Terminal) - Bldg 22	2	24L	Check-In Counter	145
Terminal C (Main Terminal) - Bldg 22	2	24M	Check-In Counter	145
Terminal C (Main Terminal) - Bldg 22	2	24N	Check-In Counter	280
Terminal C (Main Terminal) - Bldg 22	2	656	Electronic Ticketing Kiosk	114
Total Area for Space # 01				1,101 sf
16160 / 02	Counter/Booths - Curbside Check-in			
Terminal C (Main Terminal) - Bldg 22	2	81	Curbside Check-In	195
Total Area for Space # 02				195 sf
16160 / 03	Holdroom -			
Terminal C (Pier C) - Bldg 23	2	3	Holdroom - Gate 25	2,217
Terminal C (Pier C) - Bldg 23	2	17	Holdroom - Gate 27	2,366
Terminal C (Pier C) - Bldg 23	2	106	Holdroom - Gate 30	1,922
Terminal C (Pier C) - Bldg 23	2	108	Holdroom - Gate 32	1,820
Terminal C (Pier C) - Bldg 23	2	117	Holdroom - Gate 33	1,351
Total Area for Space # 03				9,676 sf
16160 / 04	Airline Club -			
Terminal C (Pier D) - Bldg 24	2	55	Club Meeting Room	157
Terminal C (Pier D) - Bldg 24	2	56	Women's Restroom	151
Terminal C (Pier D) - Bldg 24	2	57	Men's Restroom	156
Terminal C (Pier D) - Bldg 24	2	66	Club Pantry	43
Terminal C (Pier D) - Bldg 24	2	67	Cleaning Closet	7
Terminal C (Pier D) - Bldg 24	2	68	Club Liquor Closet	12
Terminal C (Pier D) - Bldg 24	2	69	Club Pantry	132
Terminal C (Pier D) - Bldg 24	2	105	Club	2,314
Total Area for Space # 04				2,972 sf
16160 / 05	Office - Administration			
Terminal C (Main Terminal) - Bldg 22	2	29	Office	215
Terminal C (Main Terminal) - Bldg 22	2	31	Office	72
Terminal C (Main Terminal) - Bldg 22	2	33	Office	57
Terminal C (Main Terminal) - Bldg 22	2	35	Office	66
Terminal C (Main Terminal) - Bldg 22	2	24P	Corridor	86
Total Area for Space # 05				496 sf
16160 / 06	Baggage - Inbound			
Terminal C (Pier D) - Bldg 24	1	222	Baggage Storage	60
Terminal C (Pier D) - Bldg 24	1	101A	Inbound Baggage	4,843

Note: Only spaces that have rooms associated to them will show on this report.

CLMS Detailed Premises Report
Massachusetts Port Authority
 Airport Business Office

Tenant Name: Continental Airlines, Inc.
Exhibit A-1 - As of 04/01/2004

<u>Agreement # / Space #</u>	<u>Floor #</u>	<u>Room #</u>	<u>Room Description</u>	<u>Room Area (sf)</u>
			Total Area for Space # 06	4,903 sf
16160 / 07	Baggage - Outbound			
Terminal C (Main Terminal) - Bldg 22	1	49A	Outbound baggage	3,342
			Total Area for Space # 07	3,342 sf
16160 / 08	Office - Flight Operations			
Terminal C (Pier C) - Bldg 23	1	26	Office (MX Director)	132
Terminal C (Pier C) - Bldg 23	1	28	Office (EDS Manager)	112
Terminal C (Pier C) - Bldg 23	1	148	Comm Room	122
Terminal C (Pier C) - Bldg 23	1	149	Ops Center	371
Terminal C (Pier C) - Bldg 23	1	150	Crew/Pilots Room	164
Terminal C (Pier C) - Bldg 23	1	151	Emp Mail	98
Terminal C (Pier C) - Bldg 23	1	152	Ramp Break Room	599
Terminal C (Pier C) - Bldg 23	1	160	Catering Room	95
Terminal C (Pier C) - Bldg 23	1	177	Ramp Quiet Room	98
			Total Area for Space # 08	1,791 sf
16160 / 09	Storage - Equipment			
Terminal C (Pier D) - Bldg 24	1	131	Ramp Storage	581
Terminal C (Pier D) - Bldg 24	1	133	Telecom Storage	94
Terminal C (Pier D) - Bldg 24	1	140	Aircraft Appearance	945
Terminal C (Pier D) - Bldg 24	1	142	Office	75
			Total Area for Space # 09	1,695 sf
16160 / 10	Office - Baggage Service			
Terminal C (Main Terminal) - Bldg 22	1	51	Office	137
Terminal C (Main Terminal) - Bldg 22	1	55	Office	73
Terminal C (Main Terminal) - Bldg 22	1	57	Baggage Service Counter	249
Terminal C (Main Terminal) - Bldg 22	1	59	Office	78
Terminal C (Main Terminal) - Bldg 22	1	61	Office	146
			Total Area for Space # 10	683 sf
16160 / 11	Office - Administration			
Terminal C (Main Terminal) - Bldg 22	1	19	Office	255
Terminal C (Main Terminal) - Bldg 22	1	21	Office	132
Terminal C (Main Terminal) - Bldg 22	1	23	Office	160
Terminal C (Main Terminal) - Bldg 22	1	25	Office	379
Terminal C (Main Terminal) - Bldg 22	1	119	Vestibule	25
Terminal C (Main Terminal) - Bldg 22	1	120	Administrative Area	196
			Total Area for Space # 11	1,147 sf
16160 / 12	Office - Administration			
Terminal C (Pier D) - Bldg 24	2	53	Office	200
Terminal C (Pier D) - Bldg 24	2	59	Conference Room	256
Terminal C (Pier D) - Bldg 24	2	60	Office	380
Terminal C (Pier D) - Bldg 24	2	61	Corridor	263

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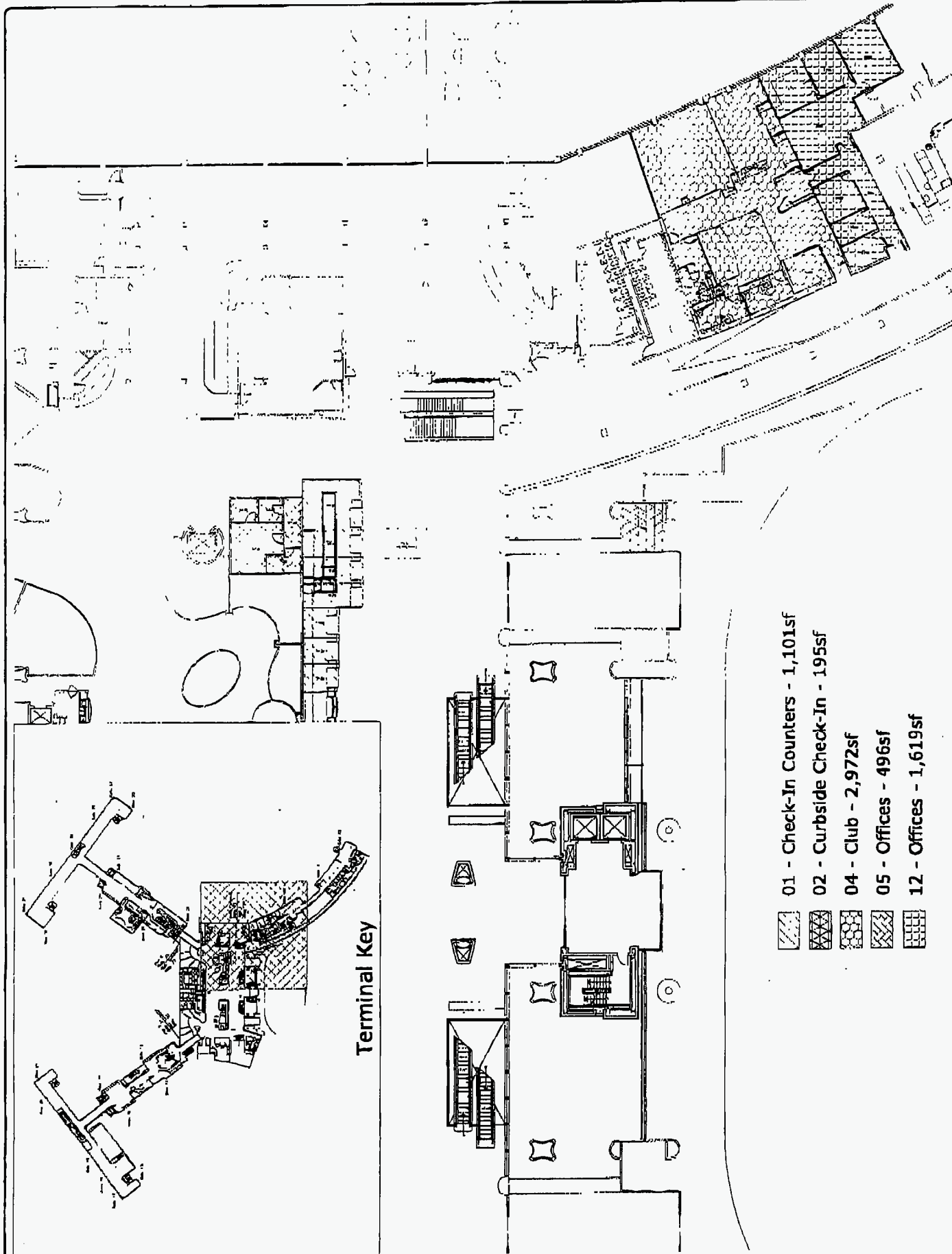
Airport Business Office
 Leasing
 Concessions
 Property Management

CLMS Detailed Premises Report
Massachusetts Port Authority
 Airport Business Office

Tenant Name: Continental Airlines, Inc.
Exhibit A-1 - As of 04/01/2004

<u>Agreement # / Space #</u>	<u>Floor #</u>	<u>Room #</u>	<u>Room Description</u>	<u>Room Area (sf)</u>
Terminal C (Pier D) - Bldg 24	2	62	Office	119
Terminal C (Pier D) - Bldg 24	2	63	Office	156
Terminal C (Pier D) - Bldg 24	2	64	Office	92
Terminal C (Pier D) - Bldg 24	2	65	Office	153
Total Area for Space # 12				1,619 sf
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16160 / 13	Office - Ramp Operations			
Terminal C (Pier C) - Bldg 23	1	24	Female Ramp Lockers	259
Terminal C (Pier C) - Bldg 23	1	29	Office	553
Terminal C (Pier C) - Bldg 23	1	34	MX Lockers	180
Terminal C (Pier C) - Bldg 23	1	46	Corridor	50
Terminal C (Pier C) - Bldg 23	1	154	Training Room	127
Terminal C (Pier C) - Bldg 23	1	155	Ramp Lead Equipment	144
Terminal C (Pier C) - Bldg 23	1	158	MX Rotable Stores	945
Terminal C (Pier C) - Bldg 23	1	159	IDF	52
Terminal C (Pier C) - Bldg 23	1	161	MX Admin	595
Terminal C (Pier C) - Bldg 23	1	163	Shop Main Bay	796
Terminal C (Pier C) - Bldg 23	1	164	MX Break Room	202
Terminal C (Pier C) - Bldg 23	1	165	Oxygen Room	50
Terminal C (Pier C) - Bldg 23	1	166	MX Rotable Stores	46
Terminal C (Pier C) - Bldg 23	1	167	MX Supervisor	104
Terminal C (Pier C) - Bldg 23	1	168	MX Storage	366
Terminal C (Pier C) - Bldg 23	1	171	Tool Calibrate Room	144
Terminal C (Pier C) - Bldg 23	1	172	Storage	115
Terminal C (Pier C) - Bldg 23	1	173	Ramp Supervisors	341
Terminal C (Pier C) - Bldg 23	1	174	Ramp Storage	123
Terminal C (Pier C) - Bldg 23	1	175	Ramp Supervisors	385
Terminal C (Pier C) - Bldg 23	1	176	Closet	22
Total Area for Space # 13				5,599 sf
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16160 / 14	Building Structures - Restrooms			
Terminal C (Pier C) - Bldg 23	1	50	Men's Restroom	60
Terminal C (Pier C) - Bldg 23	1	52	Men's Restroom	191
Total Area for Space # 14				251 sf
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Total Area for Agreement # 16160				35,470 sf

Note: Only spaces that have rooms associated to them will show on this report.



Terminal Key

- 01 - Check-In Counters - 1,101sf
- 02 - Curbside Check-In - 195sf
- 04 - Club - 2,972sf
- 05 - Offices - 496sf
- 12 - Offices - 1,619sf

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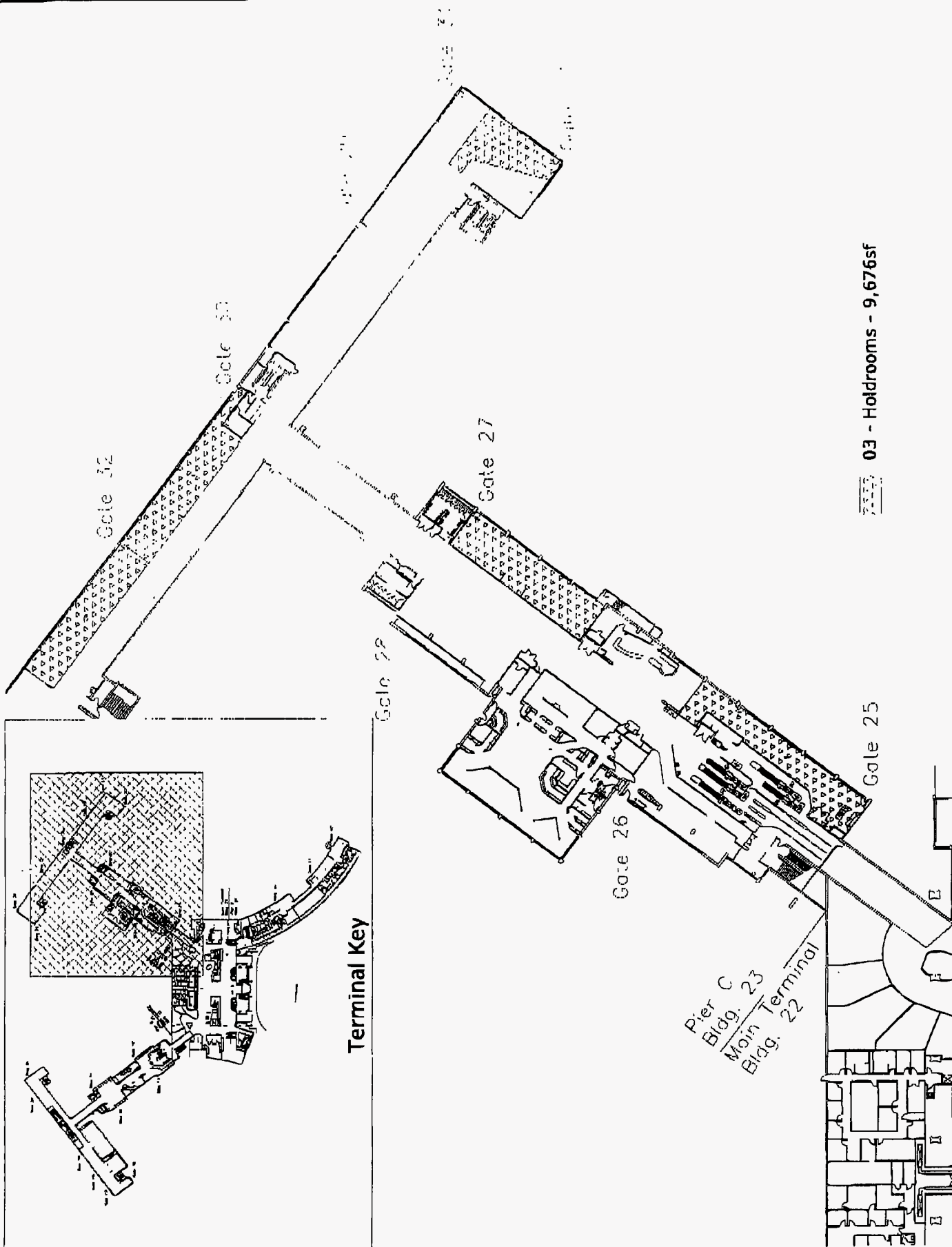
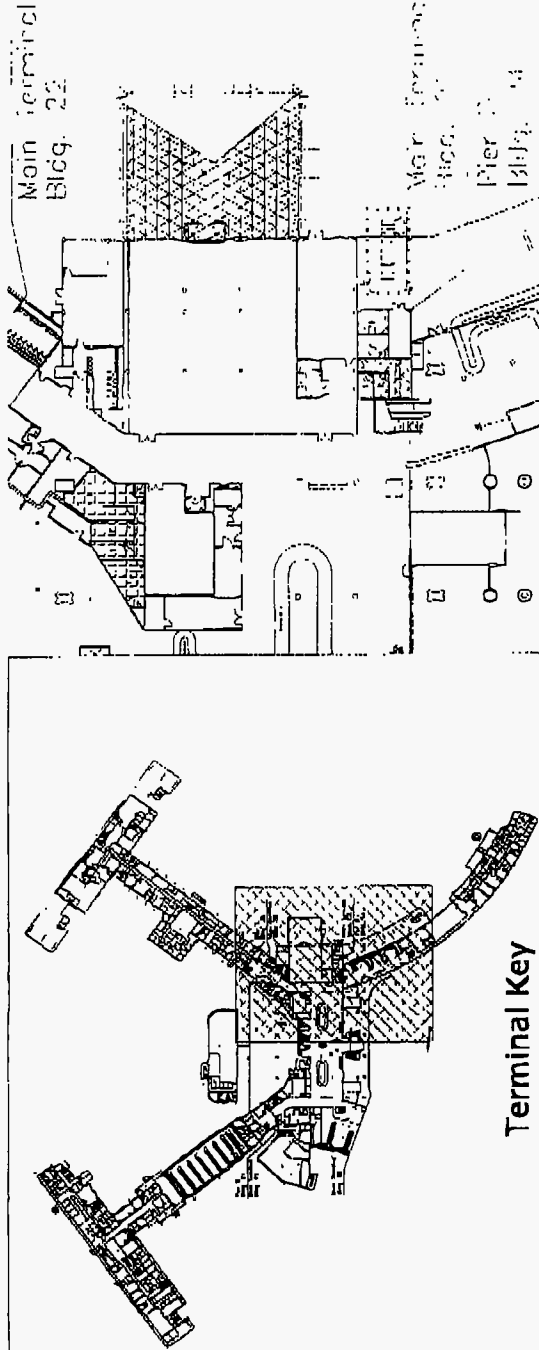


Exhibit A-2

Disclaimer: Information presented in this drawing is subject to change without notice and is not to be used for any purpose other than that for which it was prepared. The information is provided for informational purposes only and may not be used for any other purpose. All square footage numbers are subject to Field Survey Verification.



- 06 - Inbound Baggage - 4,903sf
- 07 - Outbound Baggage - 3,342sf
- 09 - Storage - 1,695sf
- 10 - Baggage Service Offices - 683sf
- 11 - Office - 1,147sf

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Terminal C 1st Floor, Pier C

Logan International
Airport

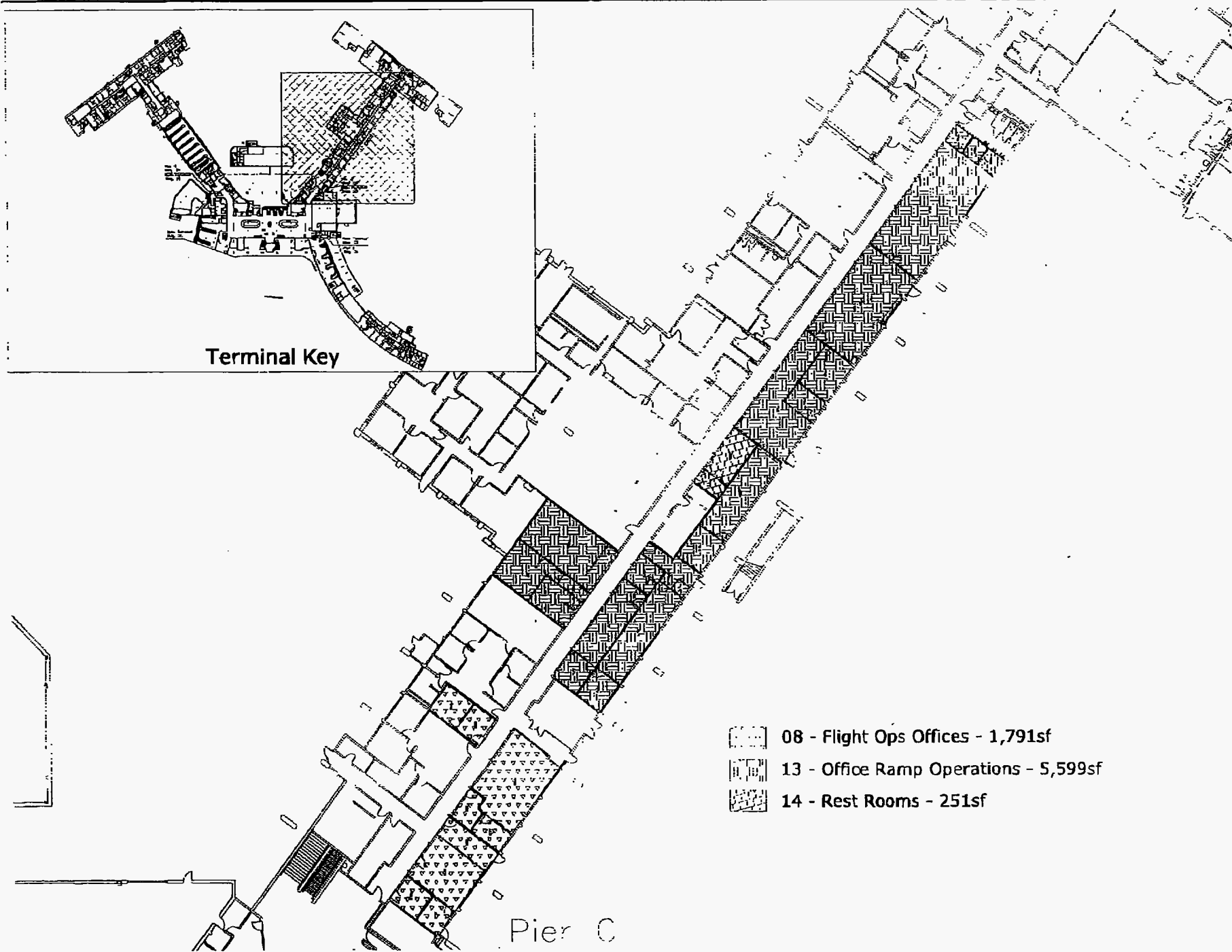
Massachusetts Port Authority
One Harborland Drive Suite 200S
East Boston, MA 02128-2809

Source: ABO
Drawn By: KJG
Requested By: GZ
Date: 06/02/2004

Continental
Airlines
Leased
Premises
Agmt # 16160
As of 04/01/2004

Scale: As Indicated

Sheet
4 of 4



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Exhibit A-2